

# Exhibit 3

## APPENDIX A

THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS  
COVERING SECURITIES THAT HAVE BEEN REGISTERED  
UNDER THE SECURITIES ACT OF 1933

### ***M&T BANK CORPORATION RETIREMENT SAVINGS PLAN***

Appendix dated to the Prospectus/Summary Plan Description (SPD)  
dated January 1, 2012

This Appendix provides certain current information regarding the Plan identified above, which is fully described in the Prospectus/SPD to which this Appendix relates, and the Investment Options in which Plan participants may invest pursuant to the Plan. Capitalized terms in this Appendix have the same meaning assigned in the Prospectus/SPD.

**More detailed information about each of the Investment Options described below, other than M&T Bank Corporation Common Stock (“Company Stock”) and the T. Rowe Price Equity Index Trust, is contained in the prospectus and annual report for the Investment Option. More detailed information about the T. Rowe Price Equity Index Trust is contained in a “Trust Fact Sheet.” You may obtain copies of the most recent prospectuses and/or the Trust Fact Sheet by contacting the Recordkeeper (T. Rowe Price) at its Internet website at [rps.troweprice.com](http://rps.troweprice.com), or by calling the toll-free Plan Account Line at (800) 922-9945. You should read these materials carefully before making a decision to invest in a particular Investment Option.**

# Investment Options

You are permitted to allocate future contributions and amounts already in your Account among one or more of 29 different Investment Options. Except for Company Stock and T. Rowe Price Equity Index Trust, each of the Investment Options is a mutual fund. A mutual fund pools the money of various investors (individuals, savings plans, pension plans, etc.). Professional managers use this money to buy investments for the mutual fund's portfolio according to the fund's specific objectives.

The 29 Investment Options are as follows:

## Company Stock

- M&T Bank Corporation Common Stock

## Growth Funds

- Harbor International Fund, Inv.
- MTB International Equity Fund, Institutional I \*
- MTB Large Cap Growth Fund, Institutional I
- MTB Large Cap Value Fund, Institutional I
- MTB Mid Cap Growth Fund, Institutional I
- MTB Small Cap Growth Fund, Institutional I
- Selected American Shares Fund, D
- T. Rowe Price Balanced Fund
- T. Rowe Price Equity Income Fund
- T. Rowe Price Growth Stock Fund
- T. Rowe Price Small-Cap Value Fund
- TIAA-CREF Mid-Cap Value, Retire Fund
- Vanguard Institutional Index Fund
- Wilmington Trust Aggressive Asset Allocation Fund
- Wilmington Trust Conservative Asset Allocation Fund
- Wilmington Trust Multi Manager Real Asset Fund

- Wilmington Trust Multi Manager International Fund
- Wilmington Trust Small Cap Strategy Fund Institutional
- Income Funds
  - MTB Intermediate-Term Bond Fund, Institutional I
  - MTB U.S. Government Bond Fund, Institutional I
  - PIMCO Total Return Fund, Admin. Shares
  - Wilmington Broad Market Bond Fund Institutional
  - Stability Fund
    - Wilmington Trust Stable Value Fund
- “One-Step” Funds
  - T. Rowe Price Retirement Income Fund
  - T. Rowe Price Retirement 2010 Fund
  - T. Rowe Price Retirement 2020 Fund
  - T. Rowe Price Retirement 2030 Fund
  - T. Rowe Price Retirement 2040 Fund

\* MTB Investment Advisors, Inc. (“MTBIA”), a subsidiary of Manufacturers and Traders Trust Company (“M&T Bank”), is the investment advisor to the MTB Group of Funds (the “MTB Funds”). The MTB Funds are available from M&T Securities, Inc. (member NASD/SIPC), a broker-dealer subsidiary of M&T Bank, and other authorized broker-dealers. Edgewood Services, Inc., which is not affiliated with M&T Bank, is the distributor of the MTB Funds. In addition to the investment management services provided by MTBIA, MTBIA’s affiliate M&T Securities, Inc. also provides administrative services to the MTB Funds and is entitled to receive a maximum fee of 0.04% of the MTB Funds’ average daily net assets for such administrative services. M&T Securities, Inc. and its affiliates also may receive up to 0.25% of average daily net assets of the MTB Funds’ Institutional Shares, Institutional I Shares and Class S Shares for shareholder services and up to 0.25% of average daily net assets of the MTB Funds’ Institutional II Shares, Institutional Shares and Class S Shares for distribution services provided to the MTB Funds.